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2012 APR -9 A 9:36
FILED
RICHARD W. WIEKING
CLERK, U.S. DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA

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HRL

8 UNITED STATES DISTRICT COURT

9 NORTHERN DISTRICT OF CALIFORNIA

10 SAN JOSE DIVISION CV 12 1743

11 SECURITIES AND EXCHANGE COMMISSION,

Case No.

12 Plaintiff,

CONSENT OF HEREUARE, INC.

v.

13 BENEDICT VAN, HEREUARE, INC., and
14 ECITY, INC.

15 Defendants.

16 Defendant hereUare, Inc. ("Defendant") waives service of a summons and the complaint
17 in this action, enters a general appearance, and admits the Court's jurisdiction over Defendant
18 and over the subject matter of this action.

19 1. Without admitting or denying the allegations of the complaint (except as to
20 personal and subject matter jurisdiction, which Defendant admits), Defendant hereby consents to
21 the entry of the final Judgment in the form attached hereto (the "Final Judgment") and
22 incorporated by reference herein, which, among other things: permanently restrains and enjoins
23 Defendant from violation of Sections 5(a), 5(c), and 17(a)(2) of the Securities Act of 1933
24 ("Securities Act") and Section 10(b) of the Securities Exchange Act of 1934 ("Exchange Act")
25 and Rule 10b-5(b) thereunder;

26 2. Defendant waives the entry of findings of fact and conclusions of law pursuant to
27 Rule 52 of the Federal Rules of Civil Procedure.

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1 3. Defendant waives the right, if any, to a jury trial and to appeal from the entry of
2 the Final Judgment.

3 4. Defendant enters into this Consent voluntarily and represents that no threats,
4 offers, promises, or inducements of any kind have been made by the Commission or any
5 member, officer, employee, agent, or representative of the Commission to induce Defendant to
6 enter into this Consent.

7 5. Defendant agrees that this Consent shall be incorporated into the Final Judgment
8 with the same force and effect as if fully set forth therein.

9 6. Defendant will not oppose the enforcement of the Final Judgment on the ground,
10 if any exists, that it fails to comply with Rule 65(d) of the Federal Rules of Civil Procedure, and
11 hereby waives any objection based thereon.

12 7. Defendant waives service of the Final Judgment and agrees that entry of the Final
13 Judgment by the Court and filing with the Clerk of the Court will constitute notice to Defendant
14 of its terms and conditions. Defendant further agrees to provide counsel for the Commission,
15 within thirty days after the Final Judgment is filed with the Clerk of the Court, with an affidavit
16 or declaration stating that Defendant has received and read a copy of the Final Judgment.

17 8. Consistent with 17 C.F.R. 202.5(f), this Consent resolves only the claims asserted
18 against Defendant in this civil proceeding. Defendant acknowledges that no promise or
19 representation has been made by the Commission or any member, officer, employee, agent, or
20 representative of the Commission with regard to any criminal liability that may have arisen or
21 may arise from the facts underlying this action or immunity from any such criminal liability.
22 Defendant waives any claim of Double Jeopardy based upon the settlement of this proceeding,
23 including the imposition of any remedy or civil penalty herein. Defendant further acknowledges
24 that the Court's entry of a permanent injunction may have collateral consequences under federal
25 or state law and the rules and regulations of self-regulatory organizations, licensing boards, and
26 other regulatory organizations. Such collateral consequences include, but are not limited to, a
27 statutory disqualification with respect to membership or participation in, or association with a
28 member of, a self-regulatory organization. This statutory disqualification has consequences that

1 are separate from any sanction imposed in an administrative proceeding. In addition, in any
2 disciplinary proceeding before the Commission based on the entry of the injunction in this
3 action, Defendant understands that it shall not be permitted to contest the factual allegations of
4 the complaint in this action.

5 9. Defendant understands and agrees to comply with the Commission's policy "not
6 to permit a defendant or respondent to consent to a judgment or order that imposes a sanction
7 while denying the allegations in the complaint or order for proceedings." 17 C.F.R. § 202.5. In
8 compliance with this policy, Defendant agrees: (i) not to take any action or to make or permit to
9 be made any public statement denying, directly or indirectly, any allegation in the complaint or
10 creating the impression that the complaint is without factual basis; and (ii) that upon the filing of
11 this Consent, Defendant hereby withdraws any papers filed in this action to the extent that they
12 deny any allegation in the complaint. If Defendant breaches this agreement, the Commission
13 may petition the Court to vacate the Final Judgment and restore this action to its active docket.
14 Nothing in this paragraph affects Defendant's: (i) testimonial obligations; or (ii) right to take
15 legal or factual positions in litigation or other legal proceedings in which the Commission is not
16 a party.

17 10. Defendant hereby waives any rights under the Equal Access to Justice Act, the
18 Small Business Regulatory Enforcement Fairness Act of 1996, or any other provision of law to
19 seek from the United States, or any agency, or any official of the United States acting in his or
20 her official capacity, directly or indirectly, reimbursement of attorney's fees or other fees,
21 expenses, or costs expended by Defendant to defend against this action. For these purposes,
22 Defendant agrees that Defendant is not the prevailing party in this action since the parties have
23 reached a good faith settlement.

24 11. Defendant agrees that the Commission may present the Final Judgment to the
25 Court for signature and entry without further notice.

26 12. Defendant agrees that this Court shall retain jurisdiction over this matter for the
27 purpose of enforcing the terms of the Final Judgment.

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1 Dated: 2-10-12

Benedict Van
Benedict Van
Founder and CEO, hereUare, Inc.

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5 State of California

6 County of Santa Clara

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8 Subscribed and sworn to (or affirmed) before me on this 10th day of February,
9 2012, by Benedict Van, proved to me on the basis of satisfactory evidence to be
10 the person who appeared before me, proved to me on the basis of satisfactory
evidence to be the person who appeared before me.

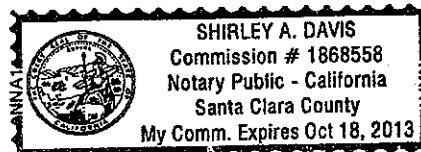
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Signature Shirley A. Davis

Signature of Notary Public



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16 Approved as to form:

Stephen M. Wurzburg

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Stephen M. Wurzburg, Esq.
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2475 Hanover Street
Palo Alto, California 94304
650-233-4538

21 Attorney for Defendant

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